

## Book Reviews

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### Recommended Citation

*Book Reviews*, 1 Cornell L. Rev. 217 (1916)

Available at: <http://scholarship.law.cornell.edu/clr/vol1/iss3/6>

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## Book Reviews

Commentaries on the Laws of England. By Sir William Blackstone, Kt., edited by William Carey Jones. San Francisco: Bancroft-Whitney Company. 1915. Vol. I, pp. cxxiii, 1416; Vol. II, pp. lxxxii, 1284.

Twenty-five years having elapsed since the publication of the Hammond edition of Blackstone's Commentaries, it seems but natural that again a scholar should feel that a proper time had arrived to bring forth still another edition of this great masterpiece of English legal literature. But the lapse of a quarter of a century since the publication of the last preceding edition of this work is not the only justification for its being. A further one is found in the fact that the former edition is now out of print, owing to the destruction of the plates in the San Francisco fire of 1906. And if, besides these, a still further excuse for this new edition were deemed necessary, it could be found in the rise of the school of historical jurists, and the consequent renewal of interest in, and appreciation of the Commentaries of Blackstone as a great contribution to the history of the English law.

It hardly seems the task of the reviewer of the present edition to speak at length of the text of the Commentaries, of which so much has been said during the hundred and fifty years since the first book issued from the press. The work has met with bitter attacks, as well as with unqualified praise, but the genius of the writer has been universally admitted, and his great contribution to the orderly study of English law has been generally gratefully acknowledged. Following his preface to the present edition, the editor has printed an introductory note, entitled "Concerning the Commentaries," wherein one may read much that is interesting about Sir William Blackstone, about legal education in England, about the Oxford lectures which formed the basis of the Commentaries, and especially about the Commentaries themselves. With regard to them it will suffice here to quote the statement there reprinted from Professor Maitland, who said: "Bracton was rivaled by no English juridical writer till Blackstone arose five centuries afterwards. Twice in the history of England has an Englishman had the motive, the courage, the power to write a great readable, reasonable book about English law as a whole."

The labors of the present editor have, like those of various of his predecessors, been largely directed to the annotation of the original text with copious notes. These notes fall into three classes. There are first a large number of Hammond's notes, which have wisely been retained. Secondly, there are many notes, composed of extracts from other legal works, which have been happily selected to amplify or explain passages in the text. And, finally, there is a large class of very useful notes, prepared by the present editor or under his direction, with the purpose of bringing the discussion in the text

down to date, or of covering phases of the law which have developed since Blackstone's day. There is also at the end of book three a valuable "Supplementary Chapter" on Conflict of Laws, by Professor Orrin Kipp McMurray. In order to make all of this material the more easily used, the editor has not only retained Blackstone's Analysis of the Commentaries, which was printed by the author for the use of his students as a syllabus of his lectures, but has himself drawn up a careful outline by paragraphs, including all of the notes, and has further prepared an index for volume one, as well as a complete index for the whole work, which is printed at the end of volume two.

That Blackstone's Commentaries have been widely used by the legal profession in America is evidenced by the fact that they have been cited, quoted or commented on some nine thousand times by American courts, and with the growth of the historical school of legal scholars the use of the Commentaries bids fair to increase, rather than to decrease during the coming decades. It was, therefore, time that we had a new edition, and we are fortunate in getting one in which the work of editing has been so conscientiously and so ably done.

*Charles K. Burdick.*

Voting Trusts. By Harry A. Cushing. New York: MacMillan Co. 1915. pp. 226.

This book consists of four parts, besides the index, which includes a table of cases.

Part one contains a history of voting trusts, together with a discussion of the present extensive use thereof. Mr. Cushing states in connection with this usage that "the adoption of a voting trust has usually been incident to the rehabilitation of a corporation without foreclosure or to its reorganization through foreclosure, and the device has served as a form of prudent control either of the existing stock or of the newly issued stock of the successor corporation" (p. 11). Following this are several quotations, substantially the same in meaning, stating the general object of voting trusts. Of these perhaps the most concise is "to assure continuity of efficient and proper management" (p. 15). In this portion of the book the general advisability of voting trusts is treated at length.

Part two purports to contain the "Contents of Voting Trusts," but it embodies more than a mere statement of what provisions have been inserted in various voting trust agreements. A draftsman of such an agreement will here find invaluable assistance. It is indeed a fine piece of constructive work. The author has apparently given considerable time and skill to the collection of valuable data, the analysis of which is unusually good. An excellent summary of the benefits to be derived from voting trusts has this introduction: "The result of a normal voting trust has been to insure to a company both stability and continuity of policy, simple features which are often of substantial material advantage to the concern and to all its stockholders. It provides certainty of really responsible management" (pp. 98-99).

Part three has for its purpose "chiefly a statement of the principal questions raised by controversies over voting trusts. To this end a minute discussion of the various details involved in the technical arguments is not necessary, and, except for those actually engaged in litigation on the subject, may not be desirable. Details of procedure in litigation also need not be particularly considered" (pp. 133-134). Several cases, however, are cited "as a guide to the literature of the subject" and a brief statement is made in regard to the procedure. On the other hand, the general principles are carefully analyzed, and a masterly discussion of the cases on the subject leads to the conclusion that "fair criticism cannot be directed to the mere existence of a voting trust, so much as to the improper use of powers conferred by it" (p. 129) and that "the early opposition to voting trusts on the part both of courts and of writers has in fact been gradually modified" (p. 130). However, the author recognizes present opposition to voting trusts, and it cannot be denied that he is an ardent advocate of the advisability of the device. Although, for this reason the work should be read with a certain reservation of judgment, his views are supported by an article in 10 *Harv. L. Rev.* 428.

Part four contains various voting trust agreements, actually used by large corporations, which will prove helpful in drawing future contracts of this kind. "They are not, however, intended as examples to be followed under other conditions, for the reason that few instruments of such special character can be safely or appropriately adopted in circumstances apparently similar, but inherently different" (p. 134).

One noticeable feature of the work as a whole is that, while there is no formal bibliography, there are many references throughout to law reviews, financial and economic magazines, newspapers, and other sources of material. For instance, on pages 23-27, the author refers to the following: 36 *Am. L. Rev.* 222; Report of the Pujo committee; "A Legislative Program," by Samuel Untermyer, 1914, p. 25; Testimony before the Owen committee of the United States Senate, p. 77; *New York Evening Post*, Dec. 21, 1912; *Com. & Fin. Chron.*, Dec. 21, 1889; *Boston Traveller*, June 13, 1892. It is also worthy of note, that, although the subject of voting trusts has been considered to some extent in law reviews, this is the first comprehensive treatment thereof. The book will be most useful, not for the discussion of abstract legal principles, but because of the great service that it will render to those who have occasion to draw voting trust agreements. Other reviews may be found in 29 *Harv. L. Rev.* 237 and 25 *Yale L. Journal* 253.

D. B. Wyckoff.

The Cornell Law List, 1916. Compiled and published by E. Morgan St. John, A.B., '11, LL.B., '14, Ithaca, N. Y. 1916.

When men graduate from a great university and spread to the four corners of the earth, too often they lose touch with the old associations and with their fellow alumni, except for their personal

friends. This is true even of students in the smaller units within the university, the professional colleges and technical schools; and men who could be of mutual assistance in widely separated localities are, because they have no means of locating each other, little better than strangers. To expect over two thousand Cornell lawyers, scattered in all parts of the country to keep in personal contact with each other, is to ask too much; but, that there should be no readily accessible means by which they can get into communication, is a deficiency which seemed unnecessary and which has been frequently deplored. For ten years there has been no new directory of Cornell lawyers, and as a result they have been denied that opportunity of mutual help which so often arises.

In answer to this need the Cornell Law List has been compiled, with the purpose of "bringing into closer co-operation the Cornell lawyers throughout the world." The Law List is as complete as may be expected of a new compilation. Not only have former students of the law school itself, up to and including the class of 1915, been catalogued, but men who have been connected with other colleges in the university, and who are known to have entered later upon the practice of law, are included. In the latter case, owing to the lack of complete records, there have been necessarily some omissions. A total of about nineteen hundred names is listed.

The Law List proper is preceded by the roll of the past and present members of the faculty of the College of Law, together with their present addresses and occupations. In the first part of the list the states are arranged alphabetically; under each state are the names of the towns therein in which are Cornell lawyers; and under each town are the names of the graduates there located. In the second table the states are arranged alphabetically; under each state are the names of the counties; and under each county the names of the towns therein, in which law school men are to be found. The third table is an alphabetical list of all names of Cornell lawyers, with a page reference to their residence.

The first table gives detailed information. A considerable number of men to whom the compiler wrote did not reply, but because the letters were not returned by the post office authorities, it is assumed that the address was correct. The names of these men are printed in light face type. The addresses of those whose names are in heavy type were known to be correct because the data was supplied by the addressees themselves. After each name is the street address, the office, if any, which the man holds; the degrees, if any, received at Cornell, with the years; any degrees received from other universities, with the years when taken; and, lastly, the date of admission to practice.

It is to be regretted that some of those who were invited did not reply to the simple queries addressed to them. According to present plans a new edition is to be published every two years. It is to be hoped that in 1918 those eligible for inclusion in the Law List will respond even more generally and thus further their interests and the admirable purposes of the publication.

Cornell lawyers are much indebted to Mr. St. John for the painstaking work he has performed for their benefit.

*Kenneth Dayton, '17.*

## Books Received

Bender's Lawyers' Diary and Directory. Albany: Matthew Bender & Co. 1916. pp. 1252.

Cases on the Law of Public Service. By Charles K. Burdick. Boston: Little, Brown & Co., 1916. pp. xiii, 544.

Problems in Contracts. By Henry Winthrop Ballantine. Rochester: Lawyers Co-operative Publishing Co. 1915. pp. 1, 363.

Unincorporated Associations. By Sydney R. Wrightington. Boston: Little, Brown & Co. 1916. pp. xxvi, 486.